

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

(202) 393-2266  
FAX (202) 393-2156

RECORDATION NO. **18584-B** FILED 1994

JUN 9 - 1994 - II 35 AM

INTERSTATE COMMERCE COMMISSION

OF COUNSEL  
URBAN A. LESTER

June 9, 1994

RECORDATION NO. **18584-C** FILED 1994

JUN 9 - 1994 - II 35 AM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) duly executed copies of a Memorandum of Leases and a Memorandum of Assignment of Leases, both dated as of June 3, 1994, both secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177

The enclosed documents relate to the Memorandum of Lease and the Memorandum of Assignment of Lease, dated as of December 17, 1993, which were duly filed with the Commission under Recordation Numbers 18584 and 18584-A, respectively.

The names and addresses of the parties to the enclosed document are:

Lessor/Assignor: ACF Industries, Incorporated  
3301 Rider Trail South  
Earth City, Missouri 63045

Lessee: Quantum Chemical Corporation  
1150 Northlake Drive  
Cincinnati, Ohio 45249

Assignee: BA Leasing & Capital Corporation  
Four Embarcadero Center, Suite 1200  
San Francisco, California 94111

*Edmund M. Lester*

*counterparts*

Mr. Sidney L. Strickland, Jr.  
June 9, 1994  
Page 2

A description of the railroad equipment covered by the enclosed document is attached as Exhibit A to both of the aforesaid documents.

Also enclosed is a check in the amount of \$36.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO. 18584-B FILED 1425

JUN 9 - 1994 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("LESSOR")

AND

the Lessee identified herein, ("LESSEE")

Filed and recorded with the Interstate Commerce Commission  
pursuant to Section 11303, Title 49, United States Code on  
, at , Recordation No.

6/3/94: 12:16pm  
24950/1760/48492.1

Memorandum dated as of June 3, 1994 of Leases specified on Exhibit A attached hereto by and between ACF Industries, Incorporated, a New Jersey corporation, ("Lessor") and the Lessee identified on Exhibit A attached hereto, ("Lessee") (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

W I T N E S S E T H:

Pursuant to the Leases, Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor certain railcars including the railroad tank cars and covered hopper cars listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

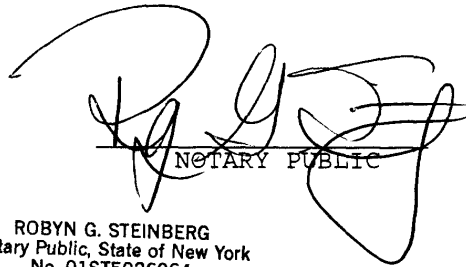
ACF INDUSTRIES, INCORPORATED

By: 

Name: Robert J. Mitchell  
Title: Treasurer

STATE OF NEW YORK     )  
                              ) ss.:  
COUNTY OF NEW YORK    )

On this 3rd day of June, 1994, before me personally appeared Robert J. Mitchell, to me personally known, who being by me duly sworn, says that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, that the foregoing instrument was signed on behalf of said corporation on this 3rd day of June, 1994, and he acknowledged that the execution of the said instrument was his free act and deed.



NOTARY PUBLIC

My commission expires:

ROBYN G. STEINBERG  
Notary Public, State of New York  
No. 01ST5026264  
Qualified in New York County  
Commission Expires April 18, 1996

## EXHIBIT A

EQUIPMENT

<u>LESSEE NAME</u>	<u>CAR SERVICE CONTRACT NO.</u>	<u>IDENTIFYING NUMB (BOTH INCLUSIVE)</u>	<u>NUMBER OF CARS</u>	<u>AAR DESIGNATION</u>
QUANTUM CHEMICAL CORPORATION	3066	ACFX 57000	5	C214
QUANTUM CHEMICAL CORPORATION	3066	57202		C214
QUANTUM CHEMICAL CORPORATION	3066	57294		C214
QUANTUM CHEMICAL CORPORATION	3066	96578		C214
QUANTUM CHEMICAL CORPORATION	3066	96585		C214